

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEVADA

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **RS Land LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **81-4500259**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**1775 Village Center Circle Suite 110
Las Vegas, NV 89134**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Clark

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

Debtor **RS Land LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

If more than 2 cases, attach a separate list.

- ☒ No.
- ☐ Yes.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **RS Land LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes.

Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor

RS Land LLC

Name

Case number (if known)

- ☐ \$50,001 - \$100,000
- ☐ \$100,001 - \$500,000
- ☐ \$500,001 - \$1 million

- ☒ \$10,000,001 - \$50 million
- ☐ \$50,000,001 - \$100 million
- ☐ \$100,000,001 - \$500 million

- ☐ \$1,000,000,001 - \$10 billion
- ☐ \$10,000,000,001 - \$50 billion
- ☐ More than \$50 billion

Debtor **RS Land LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 13, 2023**
MM / DD / YYYY**X /s/ Fredrick Waid**

Signature of authorized representative of debtor

Fredrick Waid

Printed name

Title **Manager****18. Signature of attorney****X /s/ Brett A. Axelrod**

Signature of attorney for debtor

Date **July 13, 2023**

MM / DD / YYYY

Brett A. Axelrod 5859

Printed name

Fox Rothschild LLP

Firm name

1980 Festival Plaza Drive, Suite 700**Las Vegas, NV 89135**

Number, Street, City, State & ZIP Code

Contact phone **(702) 262-6899**Email address **baxelrod@foxrothschild.com****5859 NV**

Bar number and State

Debtor **RS Land LLC**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEVADA

Case number (if known)

Chapter **11**☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION**
Pending Bankruptcy Cases Attachment

Debtor	Chase Collegiate Land, LLC	Relationship to you	Affiliate
District	Nevada	When 7/13/23	Case number, if known
Debtor	Henderson International Land, LLC	Relationship to you	Affiliate
District	Nevada	When 7/13/23	Case number, if known
Debtor	Lake Mary Land, LLC	Relationship to you	Affiliate
District	Nevada	When 7/13/23	Case number, if known
Debtor	Squaw Valley Land LLC	Relationship to you	Affiliate
District	Nevada	When	Case number, if known
Debtor	York United Inc.	Relationship to you	Parent
District	Nevada	When 7/13/23	Case number, if known

**UNANIMOUS WRITTEN CONSENT
OF THE
SOLE MANAGER
OF
RS LAND, LLC
IN LIEU OF A SPECIAL MEETING**

The undersigned, as sole Manager of RS LAND, LLC, an Arizona limited liability company (the “Company”), does hereby confirm that the Manager(s) have signed this consent and the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a special meeting of the Manager(s) duly called and held for the purpose of acting upon proposals to adopt such resolutions in accordance with the laws of the State of Arizona:

RESOLVED, that in the reasonable business judgment of the Manager(s) and the Company, a petition be filed by the Company seeking relief under the provisions of chapter 11 of Title 11 of the United States Code (the “Code”) before the United States Bankruptcy Court, District of Nevada (the “Court”).

IT IS FURTHER RESOLVED that the Company is directed to cause a petition seeking relief under the provisions of chapter 11 of Title 11 of the Code to be filed.

IT IS FURTHER RESOLVED, that Fredrick Waid, sole Manager of York United Management Company, LLC, being the sole Manager of the Company, is hereby authorized, empowered and directed, on behalf of and in the name of the Company, to execute and verify or certify a petition under chapter 11 of the Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Nevada, the location of the Company’s principal assets.

IT IS FURTHER RESOLVED that the law firm of Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135, be and hereby is, employed as attorneys for the Company in connection with the Company’s bankruptcy case under chapter 11.

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as of this 13th day of July 2023.

RS LAND, LLC



By: York United Management Company, LLC
Its: Manager

By: Fredrick Waid
Its: Manger

Fill in this information to identify the case:Debtor name RS Land LLCUnited States Bankruptcy Court for the: DISTRICT OF NEVADA

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 13, 2023**X /s/ Fredrick Waid**

Signature of individual signing on behalf of debtor

Fredrick Waid

Printed name

Manager

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **RS Land LLC**
 United States Bankruptcy Court for the: **DISTRICT OF NEVADA**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Pima Center Holdco LLC c/o Benjamine Reeves, Esq. Snell & Wilmer LLP One East Washington Street, Suite 2700 Phoenix, AZ 85004-2556		Litigation	Disputed			\$1,400,000.00
Rayford International, Inc. Changqing Liu Chief Executive Officer and Director 7359 Las Palmas Way Dublin, CA 94568		Escrow Dispute	Contingent Disputed			\$12,000,000.00

**United States Bankruptcy Court
District of Nevada**

In re **RS Land LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **July 13, 2023**

/s/ Fredrick Waid

Fredrick Waid/Manager

Signer/Title

RS Land LLC
1775 Village Center Circle Suite 110
Las Vegas, NV 89134

Brett A. Axelrod
Fox Rothschild LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, NV 89135

Christopher Miles
Husch Blackwell LLP
4801 Main Street, Suite 1000
Kansas City, MO 64112

Clark County Assessor
c/o Bankruptcy Clerk
500 S. Grand Central Pkwy.
Box 551401
Las Vegas, NV 89155-1401

Clark County Treasurer
c/o Bankruptcy Clerk
500 S. Grand Central Pkwy.
Box 551220
Las Vegas, NV 89155-1220

Dept. of Employment, Training & Rehab
Employment Security Division
500 East Third Street
Carson City, NV 89713

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Nevada Department of Taxation
Bankruptcy Section
555 E. Washington Ave., #1300
Las Vegas, NV 89101

Pima Center Holdco LLC
c/o Benjamine Reeves, Esq.
Snell & Wilmer LLP
One East Washington Street, Suite 2700
Phoenix, AZ 85004-2556

Rayford International, Inc.
Changqing Liu
Chief Executive Officer and Director
7359 Las Palmas Way
Dublin, CA 94568

Rayford International, Inc.
c/o Changqing Liu
155 N. Lake Ave., Suite 800
Pasadena, CA 91101

United States Trustee
300 Las Vegas Blvd. South #4300
Las Vegas, NV 89101

Name, Address, Telephone No. & I.D. No.

Brett A. Axelrod 5859
1980 Festival Plaza Drive, Suite 700
Las Vegas, NV 89135
(702) 262-6899
5859 NV

UNITED STATES BANKRUPTCY COURT

District of Nevada

In Re
RS Land LLC

Debtor(s)

BANKRUPTCY NO.
 CHAPTER NO. **11**

**DECLARATION RE: ELECTRONIC FILING OF PETITION
 SCHEDULES, STATEMENTS AND PLAN (if applicable)**

PART I - DECLARATION OF PETITIONER

I [We] **Fredrick Waid** and _____, the undersigned debtor(s) hereby declare under penalty of perjury that the information I have given my attorney and the information provided in the electronically filed petition, statements, schedules, amendments and plan (if applicable) as indicated above is true and correct. I consent to my attorney filing my petition, this declaration, statements, schedules and plan (if applicable) as indicated above to the United States Bankruptcy Court. I understand that this DECLARATION RE: ELECTRONIC FILING is to be filed with the Clerk once all schedules have been filed electronically but, in no event, no later than 15 days following the date the petition was electronically filed. I understand that failure to file the signed original of this DECLARATION will cause my case to be dismissed pursuant to 11 U.S.C. § 707(a)(3) without further notice.

- ☐ If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 or 13. I am aware that I may proceed under chapter 7, 11, 12, or 13 of 11 United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7 or 13. I request relief in accordance with the chapter specified in this petition.
- ☒ [If petitioner is a corporation or partnership] I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter specified in this petition.

Dated: **July 13, 2023**

Signed: **/s/ Fredrick Waid**
Fredrick Waid/Manager
 (Applicant)

PART II - DECLARATION OF ATTORNEY

I, the attorney for the petitioner named in the foregoing petition, declare that, I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Dated: **July 13, 2023**

Signed: **/s/ Brett A. Axelrod**
Brett A. Axelrod 5859
 Attorney for Debtor(s)